

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
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DPH HOLDINGS CORP., *et al.*, : Case No. 05-44481 [RDD]  
:  
Reorganized Debtors. : (Jointly Administered)  
:  
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**JOINT STIPULATION AND AGREED ORDER**  
**REDUCING AND ALLOCATING PROOF OF CLAIM NO. 10574**

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Furukawa Electric Company Ltd. and Furukawa Electric North America APD Inc. (collectively, "Furukawa"), Goldman Sachs Credit Partners L.P. ("Goldman Sachs"), and SPCP Group L.L.C. as agent for Silver Point Capital Fund L.P. and Silver Point Capital Offshore Fund, Ltd. (collectively "SPCP), respectfully submit this Joint Stipulation (the "Stipulation") and agree and state as follows:

**WHEREAS**, on October 8 and 14, 2005, Delphi Corporation and certain of its subsidiaries and affiliates (the "Debtors") filed voluntary petitions under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"); and

**WHEREAS**, on or around August 2, 2006, Furukawa filed a proof of claim number 10574 in the amount of \$5,069,133.35 ("Claim No. 10574); and

**WHEREAS**, on January 25, 2008, the Bankruptcy Court entered an order confirming the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession [Dkt. No. 12359]; and

**WHEREAS**, on August 26, 2008, the Court “So Ordered” a Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim No. 10574 (Furukawa Electric North America APD and Furukawa Electric Co., Ltd.) (the “August 26 Stipulation”) entered into between and among the Debtors, Goldman Sachs, SPCP and Furukawa (the “Parties”) [Dkt. No. 14101]; and

**WHEREAS**, pursuant to the August 26 Stipulation, Claim No. 10574 was allowed in the amount of \$4,874,679.52; and

**WHEREAS**, pursuant to the August 26 Stipulation, Claim No. 10574 was allocated among the Parties as follows: Goldman Sachs was allocated \$4,000,000.00; SPCP was allocated \$756,206.56; and Furukawa was allocated \$118,472.96; and

**WHEREAS**, pursuant to the August 26 Stipulation, Claim No. 10574 is to be reduced by the amount of any cure payments made on account of contracts included within Claim No. 10574 (“Claim No. 10574 Cure Payment”); and

**WHEREAS**, on July 30, 2009, the Bankruptcy Court entered its Order Approving Modification Under 11 U.S.C. § 1127(b) to (I) First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession as Modified and (II) Confirmation Order (the “Plan Modification Order”) [Dkt. No. 18707]; and

**WHEREAS**, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession, As Modified (the “Modified Plan”); and

**WHEREAS**, on December 16, 2009, the Reorganized Debtors made a Claim No. 10574 Cure Payment to Furukawa in the amount of \$2,761,496.53,

**NOW, THEREFORE**, the Reorganized Debtors, Goldman Sachs, SPCP and Furukawa hereby stipulate and agree as follows:

1. Claim No. 10574 is reduced and Allowed (as defined in the Modified Plan) as a General Unsecured Claim (as defined in the Modified Plan) in the amount of \$2,113,182.99 in accordance with the Debtors' Modified Plan, and is allocated among Goldman Sachs, SPCP and Furukawa as follows: Goldman Sachs is allocated \$1,734,007.73; SPCP is allocated \$327,817.00; and Furukawa is allocated \$51,358.26.

2. Except as expressly set forth herein, the August 26 Stipulation shall continue in full force and effect.

3. Except as expressly provided herein, this Stipulation does not impact, alter or affect any other proofs of claim that Furukawa, SPCP and/or Goldman Sachs may have filed or own against the Reorganized Debtors and this Stipulation relates solely to those matters arising out of or related to Claim No. 10574.

4. Each of the Parties is subject to all findings and conclusions and decretal paragraphs of the Plan Modification Order, including without limitation all findings and conclusions and decretal paragraphs approving the assumption and assignment of executory contracts and unexpired leases pursuant to section 365 of the Bankruptcy Code.

5. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

**AGREED AND STIPULATED TO:**

Dated: November 19, 2010

DPH Holdings Corp., et al.  
By its attorneys,  
TOGUT, SEGAL & SEGAL, LLP  
By:

/s/ Neil Berger  
NEIL BERGER  
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Dated: November 17, 2010

SPCP GROUP, L.L.C.  
By its attorneys,  
EPSTEIN BECKER GREEN  
By:

/s/ Anthony Stumbo  
ANTHONY STUMBO  
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New York, New York 10177  
(212) 351-4500

Dated: November 19, 2010

Furukawa Electric Company, Ltd. and  
Furukawa Electric North America APD Inc.  
By its attorneys,  
ALSTON & BIRD LLP  
By:

/s/ David A. Wender  
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Dated: November \_\_, 2010

GOLDMAN SACHS CREDIT  
PARTNERS, L.P.  
c/o GOLDMAN, SACHS & CO.  
By its attorneys  
RICHARDS KIBBE & ORBE LLP

/s/ Andrew Martin  
ANDREW MARTIN  
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**SO ORDERED** on this 14th day of January, 2011  
in White Plains, New York

/s/ Robert D. Drain  
HONORABLE ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE